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Attorneys for Jet.com, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 7

Case No. 14-12464 (SHL)

HUKKSTER, INC.

Debtor.

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**AFFIDAVIT OF ANDREW GASPER IN SUPPORT OF
TRUSTEE'S MOTION FOR ENTRY OF ORDER
APPROVING THE SALE OF THE ESTATE'S ASSETS FREE
AND CLEAR OF ALL LIENS CLAIMS AND ENCUMBRANCES**

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

ANDREW GASPER, being duly sworn, deposes and says:

1. I am over the age of eighteen years and understand and believe in the obligations of an oath.
2. Jet.com, Inc. ("**Jet.com**") has been determined to be the highest and best bidder at an Auction Sale conducted at the offices of Jil Mazer-Marino (the "**Trustee**") on November 24, 2014 (the "**Auction**"). Pursuant to the Auction results Jet.com is the proposed purchaser (the "**Buyer**"), of all of the Debtor's assets, except those assets listed as "Excluded Assets" in the

Asset Purchase Agreement (collectively, the “Assets”). I am general counsel for Jet.com. I am fully familiar with Jet.com’s ownership and corporate structure and actively participated in the negotiations for the sale of the Assets which is scheduled to be approved before this Court. As such, I have personal knowledge of the facts set forth herein.

3. The Buyer is not (i) a shareholder in Hukkster, Inc.; (ii) a relative of a shareholder, or person in control of Hukkster, Inc.; (iii) a corporation in which Hukkster, Inc. is a shareholder; or (iv) a person in control of Hukkster, Inc. As such, the Buyer is not an “insider” of Hukkster, Inc. One of the founders of Hukkster is currently employed by Buyer and this fact was disclosed to the Trustee prior to the date of the Auction.

4. At all times, the Buyer has proceeded in good faith in all respects in connection with the contemplated sale transaction and this proceeding, in that, among other things: (i) the Buyer recognized and agreed that the Trustee was free to deal with any other party interested in acquiring the Assets; (ii) the Buyer agreed to provisions in the Asset Purchase Agreement, as approved in the Bidding and Auction Procedures Order previously approved by this Court, that enabled the Trustee to auction the Assets and to accept the highest and best offer for the Assets at Auction; (iii) all payments to be made by the Buyer, and other agreements and arrangements entered into by the Buyer in connection with the sale transaction, have been disclosed; (iv) the Buyer is a third-party purchaser unrelated to the Debtor; and (v) the negotiation and execution of the Asset Purchase Agreement and other agreements or instruments related thereto were without collusion, from arm’s length bargaining positions and in good faith.

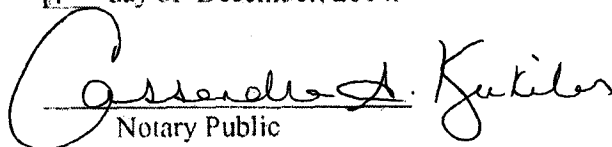
5. The Buyer did not collude with any other party in connection with the sale transaction or its bid to purchase the Assets. The Buyer has an agreement to sell certain of the Assets to another bidder, eRetail Media LLC. The existence of the agreement was disclosed on

the record of the Auction Sale, in the presence of the other bidders, prior to the Trustee's selection of the Buyer as the successful bidder.

6. At all times, the Buyer was represented by separate and independent counsel, the firm of Ingram Yuzek Gainen Carroll & Bertolotti, LLP, in connection with its bid to purchase the Assets and contemplated sale transaction.


Andrew Gasper

Sworn to before me this
9th day of December, 2014.


Notary Public

CASSANDRA A. KRIKELIS
Notary Public, State of New York
Qualified in Ulster County
Registration #01KR6142210
Commission Expires 03/13/2018